Sound Transit
Citizen Oversight Panel
(Adopted March 15, 2001, Amended March 17, 2005)

Mission

It is the mission of the Citizen Oversight Panel to ensure that Sound Transit succeeds in meeting its commitments to the public by monitoring its performance, reporting to the Board on potential areas for improvement, and evaluating the response in making change. Areas to be monitored will address:

- Sound Transit's adherence to its public commitments;
- the open and timely involvement of citizens in the Sound Transit district in decisions affecting local communities and the district as a whole;
- the process of evaluating project alternatives;
- the capital and operating budgets and finance plans;
- management of the regional fund;
- equity in subarea budgets and reporting;
- discipline in management of schedules and budgets; and
- review of annual performance audits.

Goals and Objectives

The Panel's goal is to act in an oversight capacity to the Sound Transit Board, to comment on and provide feedback on Sound Transit's performance. The Panel acts to ensure that Sound Transit Board policy decisions are made with full consideration of due process, sound technical information and the full range of appropriate perspectives. The Panel at all times seeks to be:

Knowledgeable. The Citizen Oversight Panel will seek to achieve and maintain a high degree of understanding and knowledge of Sound Transit's actions and plans in order to fully execute its mission as a monitoring body.

Representative. The Citizen Oversight Panel will seek to represent the geographic, demographic and interest perspectives of the Sound Transit district and, in that role, will listen to and reach out to communities of interest whenever possible and relay those community perspectives to the Board.

Credible. Panel members commit to maintaining a high degree of credibility and integrity in their role by their actions, speech and demeanor, including adherence to Sound Transit's ethics policy and full disclosure of any potential conflicts of interest.

Governance Principles

Sound Transit Board-Provided Governance Principles

Through Motions No. 18 and 2002-87 and an adopted selection process, the Sound Transit Board has provided the following framework for the Panel:

Membership. The Citizen Oversight Panel shall consist of fifteen volunteer members, of whom at least two shall live or work in each of the five Sound Transit district subareas. Panel members shall broadly represent the demographic make-up of the Sound Transit district and shall include as wide an array as possible of skills and experiences necessary to perform its function.

Qualifications. Citizen Oversight Panel members must live or work in the Sound Transit district and be registered voters within the district.

Terms. Initially, Panel members were appointed for either a two-year or a three-year term with a provision allowing re-appointments up to a maximum of six years. By Motion M2002-87, adopted on July 11, 2002, a four-year term was established for COP members appointed after February 27, 1997 and the beginning date of the term was set as the date of Board appointment. Members were limited to two four-year terms.

Geographic perspective. Members will provide a subarea(s) perspective, for the subarea in which he or she lives and/or works, as well as a district-wide perspective whenever issues of the good of the whole may arise.

Ethics Policy. All panel members agree to abide by the Sound Transit Board's ethics policy, adopted as Resolution No. 81 on February 27, 1997.

Vacancies. Nominations to fill vacancies are made by the Sound Transit Board. Sound Transit Board members will nominate candidates for consideration by Sound Transit Board's Executive Committee. The Executive Committee will provide the Sound Transit Board with a recommendation for Sound Transit Board adoption. When a vacancy arises on the panel, every attempt will be made to fill it with an individual whose skills, experience and demographic characteristics maintain the panel's geographic balance and diversity.

Panel-Adopted Governance Principles

Officers. Panel members shall elect a chair and a vice chair (and/or other officers) to serve one-year terms, subject to re-election to additional terms at the will of the panel. The chair's role will be to preside at meetings, to act as the designated spokesperson for the panel and to act as the designated liaison with Sound Transit staff. The vice chair will serve in that capacity in the chair's absence.

Actions as a Whole. The Panel shall strive to act as a body in all circumstances, except when a matter comes before the panel that requires more detailed review or more frequent meetings. In such cases, the panel may choose to appoint a smaller task force to study such a matter and report back to the full body.

Voting. It is the intent of the Panel that all decisions be reached by consensus whenever possible, consensus being defined as a decision that all members can live with and abide by as the prevailing view. When differences of opinion arise among panel members and consensus is not possible, the panel will vote and the majority will prevail. Minority opinions and discussion of issues on which there are differences will be reflected in the reports and in the minutes of meetings.

Operating Principles

Open meetings. The meetings of the Citizen Oversight Panel are open to the public, provided, however, the Chair may close the meeting to the public in the following circumstances:

1. To interview prospective candidates for a staff position for the Citizen Oversight Panel;
2. To evaluate qualifications of an applicant for a staff position for the Citizen Oversight Panel;
3. To discuss, review and approve draft evaluation reports of the Citizen Oversight Panel.

At the time the Chair closes the meeting to the public, the Chair shall publicly announce the purpose for excluding the public from the meeting.

Quorum. Fifty percent of Panel members must be present to conduct meetings.

Participation. Citizen Oversight Panel members are expected to attend all meetings unless excused by the chair. If a member is absent from two or more consecutive meetings or otherwise fails to participate in good faith in the deliberations of the Panel, the Chair will confer with the member and the member may be asked to resign.

Frequency of meetings. The Panel shall meet at least bi-monthly or as often as members feel is necessary to conduct the Panel's business. Every attempt shall be made to set meeting times in advance.

Staffing. Staffing shall be provided to the Panel by an independent staff person selected by Panel members and retained by Sound Transit. Staffing shall include responsibility for coordinating with the chair, preparing all meeting materials, mailing meeting notices, organizing meeting agendas and presentations, and acting as liaison between the panel and Sound Transit staff and Board. Additionally, the Panel can

request that Sound Transit provide the services of other independent experts as needed.

Meeting materials. The individual responsible for staffing the Panel shall maintain a record of all meeting materials provided to the Panel and shall prepare written meeting summaries for the record. Every attempt will be made to mail meeting materials to members in advance.

Task forces. The Panel may, at its discretion, form task forces to look into particular issues in greater detail than regular meetings allow. It is the intent of the Panel that such task forces should be ad hoc in nature and not become standing committees. Task forces shall be appointed by the chair and given a specific charge to fulfill within an assigned time frame, after which they disband.

Communication among Panel members. Panel members agree to speak openly and frankly among themselves and to maintain at all times the courtesy, respect and general tone that will foster an atmosphere of dialogue and acknowledgment of diverse views. Panel members will communicate with the Chair, with the staff facilitator or with each other as needed to ensure their views have been fully considered.

Communications and reports to the Sound Transit board. Summaries of each meeting of the Citizen Oversight Panel shall be sent to the Sound Transit Board for information. The Panel will make a formal presentation of its findings to the Board at least twice each year or more often at the request of the Board or at the Panel's own discretion. The presentation of findings will take the form of observations on Sound Transit's performance in the seven areas within the panel's mission. If performance is found to be inadequate in any area, the Panel will make recommendations for improvement. Formal findings and annual report will be issued by consensus, or if by vote, by two-thirds majority vote of the members present. In addition to the formal presentation of findings, the Panel's chair may ask for time on the Board's meeting agenda at any time to make a report on any matter. Evaluation reports prepared by the Citizen Oversight Panel, whether in a draft or final version, shall not be released to the public prior to the time they are delivered to the the Board of Sound Transit.

Communication with the public. Inquiries and comments from the public shall be directed to Panel members through Sound Transit. Personal phone numbers and addresses shall not be released to the public unless explicitly permitted by the Panel member in a particular instance. In general, the Panel will not take formal public testimony or conduct formal hearings, although Panel members will seek to be informed of citizen views in their own subarea as well as the district as a whole.

Inquiries from the press about the work of the COP will generally be referred to the chair or vice chair, although Panel members may speak as individuals especially with respect to issues in their subareas. Sound Transit staff may be called on as a resource to assist in developing themes or talking points when formal reports are being issued.

Public participation. Panel members are encouraged to participate in Sound Transit and other public meetings and events whenever possible to remain informed of emerging issues and citizen views. Panel members may speak and make public appearances as individual panel members, however, should be careful not to speak on behalf of the Panel unless the Panel has made and released to the public a formal finding and members have been asked to speak to the finding by the chair. In their oversight capacity to the Board, Panel members will not make public statements that have not first been made to the Board.

Ethics policy and guidelines. Panel members agree that the appearance of impartiality and objective oversight is critical to its success in meeting its mission. Panel members agree to the following clarifying guidelines to the formal ethics policy:

- Any appearance that a Panel member may be personally or professionally benefited by participation in Panel discussions or actions shall be disclosed. At the request of the Panel Chair, Panel members who may have an appearance of conflict will refrain from participating in Panel discussions or actions. An appearance of conflict or a potential for conflict requiring disclosure includes examples such as the following: a COP member is married to someone or has a relative who is seeking a contract with Sound Transit; a member has a direct contractual relationship with someone who is seeking a contract with Sound Transit; a member is working for an organization that is engaged in direct negotiation with Sound Transit over a permit, a regulatory interpretation, or a contract with Sound Transit, to the extent the member is employed in a position or department having a direct role in the negotiation. When in doubt, Panel members should err on the side of disclosure.

- The following situations constitute an appearance of personal or professional benefit and require the Panel member to recuse himself or herself from COP discussions: the Panel member personally is seeking paid employment or contracts with Sound Transit; is responding to an RFQ or RFP issued by Sound Transit, either directly or as a subcontractor; has been offered or awarded employment or contracts with Sound Transit or one of its contractors; or the Panel member's employer is engaged in the foregoing.

- The following situations constitute an actual conflict of interest and require the Panel member to resign from the COP: the Panel member as an individual or business entity has been notified of selection for employment or for a contract with Sound Transit; or the Panel member's employer is engaged in a contractual relationship with Sound Transit and the Panel member is in a position having a direct role in the performance or oversight of the contract.